

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

ELLEN JANE KUTTEN, ET AL.,

Plaintiffs,

v.

BANK OF AMERICA, N.A., ET AL.

Defendants.

MISCELLANEOUS ACTION

Case No. 05-20

**DECLARATION OF ROBERT CARROLL IN SUPPORT OF NATIONS FUNDS
TRUST'S OPPOSITION TO THE MOTION TO COMPEL**

I, Robert Carroll, declare and state:

1. I am the Secretary of Nations Funds Trust ("Nations"). As such, I have personal knowledge of the facts stated herein.

2. Nations, a Delaware statutory trust, is an investment company registered under the Investment Company Act of 1940 that houses a family of 56 mutual funds known as the Nations Funds.

3. The shareholders of Nations are the various persons and entities that own the shares of the 56 Nations Funds.

4. Nations has no staff or employees other than its Trustees and officers, and instead has contractual relationships with various entities to provide it services. Nations relies on these service providers to maintain its documents and records.

5. Nations has a contractual relationship with certain affiliates of the Bank of America Corporation ("Bank") to serve as its investment adviser, distributor and administrator,

but is independent of the Bank. As an independent registered investment company, Nations is not part of the Bank's corporate family.

6. Substantial attorney-time would be required to review the extensive documentation requested by the Subpoena.

7. Nations files a Statement of Additional Information ("SAI") annually with the Securities and Exchange Commission to supplement its Prospectus. The SAI lists the identity of the Nations Trustees, the length of their terms, their occupations, the number of funds they oversee, the other directorships they hold and indicates whether they are interested or not.

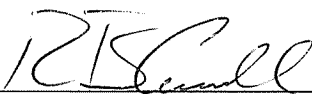
8. The Primary A and Trust Class shares of the Nations Funds in which the Bank invests trust assets do not pay 12b-1 fees.

9. The Nations Board of Trustees meets four or more times each year. Each meeting generates a significant volume of materials addressing various issues involved in the management of the Nations Funds.

10. The cash flow paid to the investment adviser to the Nations Funds is not securitized.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 7, 2005


Robert Carroll

CERTIFICATE OF SERVICE

The undersigned counsel certifies that, on March 9, 2005, he electronically filed the foregoing document with the Clerk of the Court using CM/ECF, which will send automatic notification of the filing to the following

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The undersigned counsel further certifies that copies of the foregoing document were sent by first class mail to the following non-registered participants:

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